

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

SPECIAL USE **STAMP RETURN**

FCC USE ONLY

(1) LOCKBOX # 358320

PAGE NO. _____ OF _____

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Morrison & Foerster, LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 50.00

(4) STREET ADDRESS LINE NO. 1

2000 Pennsylvania Ave, N.W., Suite 5500

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 887-1500

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Aerial Communications, Inc.

(12) STREET ADDRESS LINE NO. 1

3650 131st Avenue, S.E., Suite 200

(13) STREET ADDRESS LINE NO. 2

(14) CITY

Bellevue

(15) STATE

WA

(16) ZIP CODE

98006

(17) DAYTIME TELEPHONE NUMBER (include area code)

(425) 653-4600

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WA2XHB

(20A) PAYMENT TYPE CODE (PTC)

E A E

(21A) QUANTITY

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 50.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

MORRISON & FOERSTER LLP

DETACH AND RETAIN THIS STATEMENT
THE ATTACHED CHECK IS A REMITTANCE OF PAYMENT FOR THE FOLLOWING
INVOICE. PLEASE RETAIN THIS STATEMENT FOR YOUR RECORDS.

5300231

Vendor Number 017056 Ref #
FEDERAL COMMUNICATIONS COMMISSION
INVOICE DATE AMOUNT
RQ398861 09/08/00 50.00

INVOICE

Check Number 5300231
Check Date 09/11/00
DATE AMOUNT

Fee for transfer of Control
Application Aerial Communications
Inc.

\$ 50.00

TOUCH OR RUB TOUCHSAFE™ AREA TO SEE VALID AND VERIFY AUTHENTICITY

MORRISON & FOERSTER LLP
WASHINGTON D.C. OFFICE
1000 PENNSYLVANIA AVE., N.W., SUITE 5500
WASHINGTON, D.C. 20006-1888
(202) 887-1500

WARNING:
HOLD AT AN ANGLE TO VERIFY
BACKGROUND WORDS "SAFE" ON
FRONT AND A WATERMARK ON BACK.

BANK OF AMERICA
COMMUNITY DEVELOPMENT BANK

90-4182
1211

5300231
5300231

PAY
FIFTY AND NO/100 DOLLARS

09/11/00

*****50.00

Patent #5,636,874

TO THE
ORDER OF
FEDERAL COMMUNICATIONS COMMISSION

TouchSafe™

By:

AUTHORIZED SIGNATURE

AUTHORIZED SIGNATURE

⑈5300231⑈ ⑆121441822⑆ 73136-01356⑈

MORRISON & FOERSTER LLP

SAN FRANCISCO
LOS ANGELES
PALO ALTO
WALNUT CREEK
SACRAMENTO
ORANGE COUNTY
SAN DIEGO
DENVER

ATTORNEYS AT LAW

2000 PENNSYLVANIA AVENUE, NW
WASHINGTON, D.C. 20006-1888
TELEPHONE (202) 887-1500
TELEFACSIMILE (202) 887-0763

NEW YORK
BUENOS AIRES
LONDON
BRUSSELS
BEIJING
HONG KONG
SINGAPORE
TOKYO

September 18, 2000

Writer's Direct Dial Number
(202) 887-8745

Via Mellon Bank

Magalie Roman Salas, Secretary
Federal Communications Commission
445 12th Street, S.W., TW-A325
Washington, D.C. 20554

Re: Application for Commission Consent to Transfer Control of Licenses
held by Aerial Communications, Inc. (Licensee) from VoiceStream
Wireless Corporation (Transferor) to Deutsche Telekom AG (Transferee)
Call Sign WA2XHB

Dear Ms. Salas:

On behalf of VoiceStream Wireless Corporation ("VoiceStream"), we are enclosing for filing an original and two paper copies of an FCC application (FCC Form 703) requesting Commission consent to the transfer of control of an experimental license currently held by Aerial Communications, Inc. from VoiceStream to Deutsche Telekom AG ("DT"). This application should be associated with related applications for Commission consent to VoiceStream's merger with DT being filed concurrently herewith. See Lead Application, VoiceStream PCS I License L.L.C., File Number 0000211827.

Enclosed is a \$50.00 check payable to the FCC to cover the prescribed filing fee. Kindly, date stamp the enclosed duplicate copy as received and return it for our records in the attached envelope.

MORRISON & FOERSTER LLP

Magalie Roman Salas
September 18, 2000
Page Two

Please contact undersigned counsel should you have questions regarding the transferor's portion of the application. Any questions regarding transferee's portion of the application should be directed to Mr. John H. Harwood, II, counsel to DT, at (202) 663-6000.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Louis Gurman". The signature is fluid and cursive, with the first name "Louis" written in a larger, more prominent script than the last name "Gurman".

Louis Gurman
*Counsel to VoiceStream Wireless
Corporation*

Enclosure

cc: John H. Harwood, II

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

FOR
FCC
USE
ONLY

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE

(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee Aerial Communications, Inc.			
(b) Number and street address 3650 131st Avenue, S.E., Suite 200			
(c) City Bellevue	(d) State WA	(e) ZIP Code 98006	
2. Internet address: www.voicestream.com		3. Taxpayer Identification Number	
4. Call sign and radio service of each station WA2XHB			
5. (a) Fee Type Code EAE	(b) Fee Multiple 1	(c) Fee Due \$ 50.00	FOR FCC USE ONLY
6. Name(s) and Address(es) of Transferee Deutsche Telekom AG, 1020 19th Street, N.W., Suite 850, Washington, DC 20036			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3. See page 3 and Exhibit 1.			YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>
9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:			
(a) Will any officer or director of such corporation be an alien? If "YES", see instruction 6.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 6.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (h).			YES <input type="checkbox"/> NO <input type="checkbox"/>
CERTIFICATION			
<ul style="list-style-type: none">• Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise;• Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;• Neither applicant nor any member thereof is a foreign government or representative thereof;• Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;• Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 882, because of a conviction for possession or distribution of a controlled substance.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 803).			
SIGNATURE _____		DATE _____	
Authorized Employee of Licensee Corporation			
SIGNATURE _____		DATE _____	
Transferee of Control (Check one)			
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input type="checkbox"/> Officer <input type="checkbox"/> Other (Specify): _____			


Approved by OMB
3060-0053
Expires 11/30/99
See reverse for public
burden estimate.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION



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(c) City Bellevue	(d) State WA	(e) ZIP Code 98006	
2. Internet address: www.voicestream.com		3. Taxpayer Identification Number	
4. Call sign and radio service of each station WA2XHB			
5. (a) Fee Type Code EAE	(b) Fee Multiple 1	(c) Fee Due \$ 45.00	FOR FCC USE ONLY
6. Name(s) and Address(es) of Transferee Deutsche Telekom AG, 1020 19th Street, N.W., Suite 850, Washington, DC 20036			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3. See page 3 and Exhibit 1.			YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>
9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS, SUBSEQUENT TO THE TRANSFER OF CONTROL:			
(a) Will any officer or director of such corporation be an alien? If "YES", see instruction 6.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 6.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (g).			YES <input type="checkbox"/> NO <input type="checkbox"/>
<p align="center">CERTIFICATION</p> <p>• Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise;</p> <p>• Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</p> <p>• Neither applicant nor any member thereof is a foreign government or representative thereof;</p> <p>• Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</p> <p>• Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 882, because of a conviction for possession or distribution of a controlled substance.</p>			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 583).			
SIGNATURE 		DATE 9/5/00	
Authorized Employee of Licensee Corporation			
SIGNATURE _____		DATE _____	
Transfer of Control (Check one)			
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input type="checkbox"/> Officer <input type="checkbox"/> Other (Specify): _____			

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FEDERAL COMMUNICATIONS COMMISSION

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7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of Incorporation, etc.? If "NO", give details on Page 3.			YES X NO
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3. See page 3 and Exhibit 1.			X
9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:			
(a) Will any officer or director of such corporation be an alien? If "YES", see instruction 6.			YES NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 6.			YES NO
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.			YES NO
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES NO
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (h).			YES NO
CERTIFICATION <ul style="list-style-type: none">Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise;Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;Neither applicant nor any member thereof is a foreign government or representative thereof;Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 882, because of a conviction for possession or distribution of a controlled substance.			
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SIGNATURE _____ Authorized Employee of Licensee Corporation		DATE _____	
SIGNATURE <u>Hejchauer</u> Transferee of Control (Check one)		DATE 9/5/00	
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (Specify): Senior Exec. VP, Govt. Af.			

DETAILS / ADDITIONAL INFORMATION:

Please see attached Exhibit 1, "Application for Transfer of Control and Petition for Declaratory Ruling."

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**1. Name and mailing address of corporate licensee**

Aerial Communications, Inc.
1020 19th Street, N.W., Suite 850
Washington, DC 20036

DO NOT WRITE IN THIS BLOCK**CONDITIONS OF GRANT**

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:

**FEDERAL
COMMUNICATIONS
COMMISSION**

2. Call sign and radio service of each station

WA2XHB

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**